

**IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE**

In re:

FRANCHISE GROUP, INC., *et al.*,<sup>1</sup>

Debtors.

Chapter 11

Case No. 24-12480 (JTD)

(Jointly Administered)

**AFFIDAVIT OF SERVICE**

I, Ishrat Khan, depose and say that I am employed by Kroll Restructuring Administration LLC (“***Kroll***”), the claims and noticing agent for the Debtors in the above-captioned chapter 11 cases.

On January 3, 2025, at my direction and under my supervision, employees of Kroll caused the following documents to be served by the method set forth on the Core/2002 Service List attached hereto as **Exhibit A**:

- First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [Docket No. 654]
- Disclosure Statement for the First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [Docket No. 655]

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<sup>1</sup> The Debtors in these Chapter 11 Cases, along with the last four digits of their U.S. federal tax identification numbers, to the extent applicable, are Franchise Group, Inc. (1876), Freedom VCM Holdings, LLC (1225), Freedom VCM Interco Holdings, Inc. (2436), B. Riley Receivables II, LLC (4066), Freedom VCM Receivables, Inc. (0028), Freedom VCM Interco, Inc. (3661), Freedom VCM, Inc. (3091), Franchise Group New Holdco, LLC (0444), American Freight FFO, LLC (5743), Franchise Group Acquisition TM, LLC (3068), Franchise Group Intermediate Holdco, LLC (1587), Franchise Group Intermediate L, LLC (9486), Franchise Group Newco Intermediate AF, LLC (8288), American Freight Group, LLC (2066), American Freight Holdings, LLC (8271), American Freight, LLC (5940), American Freight Management Company, LLC (1215), Franchise Group Intermediate S, LLC (5408), Franchise Group Newco S, LLC (1814), American Freight Franchising, LLC (1353), Home and Appliance Outlet, LLC (n/a), American Freight Outlet Stores, LLC (9573), American Freight Franchisor, LLC (2123), Franchise Group Intermediate B, LLC (7836), Buddy’s Newco, LLC (5404), Buddy’s Franchising and Licensing, LLC (9968), Franchise Group Intermediate V, LLC (5958), Franchise Group Newco V, LLC (9746), Franchise Group Intermediate BHF, LLC (8260); Franchise Group Newco BHF, LLC (4123); Valor Acquisition, LLC (3490), Vitamin Shoppe Industries LLC (3785), Vitamin Shoppe Global, LLC (1168), Vitamin Shoppe Mariner, LLC (6298), Vitamin Shoppe Procurement Services, LLC (8021), Vitamin Shoppe Franchising, LLC (8271), Vitamin Shoppe Florida, LLC (6590), Betancourt Sports Nutrition, LLC (0470), Franchise Group Intermediate PSP, LLC (5965), Franchise Group Newco PSP, LLC (2323), PSP Midco, LLC (6507), Pet Supplies “Plus”, LLC (5852), PSP Group, LLC (5944), PSP Service Newco, LLC (6414), WNW Franchising, LLC (9398), WNW Stores, LLC (n/a), PSP Stores, LLC (9049), PSP Franchising, LLC (4978), PSP Subco, LLC (6489), PSP Distribution, LLC (5242), Franchise Group Intermediate SL, LLC (2695), Franchise Group Newco SL, LLC (7697), and Educate, Inc. (5722). The Debtors’ headquarters is located at 109 Innovation Court, Suite J, Delaware, Ohio 43015.

- Notice of Filing of Blacklines of First Amended (I) Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors; and (II) Disclosure Statement for the First Amended Joint Chapter 11 Plan of Franchise Group, Inc. and Its Affiliated Debtors [Docket No. 656]
- Notice of Filing of Revised Proposed Order (I) Approving the Disclosure Statement; (II) Approving Solicitation and Voting Procedures, Including (A) Fixing the Voting Record Date, (B) Approving the Solicitation Packages and Procedures for Distribution, (C) Approving the Form of the Ballots and Solicitation Materials and Establishing Procedures for Voting, and (D) Approving Procedures for Vote Tabulation; (III) Scheduling a Confirmation Hearing and Establishing Notice and Objection Procedures; and (IV) Granting Related Relief [Docket No. 657]

Dated: January 10, 2025

/s/ Ishrat Khan  
Ishrat Khan

State of New York  
County of New York

Subscribed and sworn (or affirmed) to me on January 10, 2025, by Ishrat Khan, proved to me on the bases of satisfactory evidence to be the person who executed this affidavit.

/s/ HERBERT BAER  
Notary Public, State of New York  
No BA6205563  
Qualified in Westchester County  
Commission Expires May 11, 2025

**Exhibit A**

## Exhibit A

Core/2002 Service List  
Served as set forth below

DESCRIPTION	NAME	ADDRESS	EMAIL	METHOD OF SERVICE
Counsel to Azalea Joint Venture, LLC, Brixmor Operating Partnership LP, Continental Realty Corporation, Federal Realty OP LP, FR Grossmont, LLC, Prime/FRIT Mission Hills, LLC, and ShopOne Centers REIT, Inc.	Ballard Spahr LLP	Attn: Leslie C. Heilman, Laurel D. Roglen, Margaret A. Vesper 919 North Market Street 11th Floor Wilmington DE 19801	heilmanl@ballardspahr.com roglenl@ballardspahr.com vesperm@ballardspahr.com	Email
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Counsel to Benenson Capital Partners LLC, CRI New Albany Square, LLC, DLC Management Corporation, Grove City Plaza, L.P., HV Center LLC, et al.2, Inland Commercial Real Estate Services LLC, Kempner Properties, LLC, National Realty & Development Corp., Northridge Crossing L.P., SS Tulsa Center LLC, et al.3, Wheeler REIT,LP, and/or certain of their affiliates	Barclay Damon LLP	Attn: Niclas A. Ferland 545 Long Wharf Drive Ninth Floor New Haven CT 06511	nferland@barclaydamon.com	Email
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## Exhibit A

Core/2002 Service List  
Served as set forth below

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## Exhibit A

Core/2002 Service List  
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Counsel to BCDC Portfolio Owner LLC, BCHQ Owner LLC, Brookfield Properties Retail, Inc., Curblin Properties Corp., First Washington Realty, GCP Boom LLC, JLL Property Management (Franklin Mall), Kite Realty Group, L.P., NNN REIT, Inc., Regency Centers, L.P., Shamrock A. Owner LLC, and SITE Centers Corp.	Law Office of Susan E. Kaufman	Attn: Susan E. Kaufan 919 N. Market Street, Suite 460 Wilmington DE 19801	skaufman@skaufmanlaw.com	Email

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